

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEBRASKA

VICTOR L. McMURRY,) Case No. _____
)
Plaintiff,)
)
v.)
)
AG LAND ENTERPRISES, L.L.C.,) **COMPLAINT AND REQUEST FOR**
A Nebraska Limited Liability Company,) **PLACE OF TRIAL**
)
)
Defendants.)

The Plaintiff, Victor L. McMurry, by and through his undersigned attorneys, for his causes of action against the Defendant, AG Land Enterprises, LLC, states and alleges as follows:

JURISDICTION AND VENUE

1. That the Plaintiff is a resident of Pinedale, Wyoming.
2. That the Defendant AG Land Enterprises is a Nebraska Limited Liability Company with its registered office and principal place of business in Cheyenne County, Nebraska.
3. That this Court has jurisdiction of this matter pursuant to 28 U.S.C. § 1332 under its diversity jurisdiction as it is between citizens of different states and the amount in controversy exceeds \$75,000.00.
4. That venue is proper pursuant to 28 U.S.C. § 1391 as the Defendant's registered office and principal place of business is in the State of Nebraska.

GENERAL ALLEGATIONS

5. That Plaintiff is an equity owner in AG Land Enterprises, LLC, with an ownership interest of at least fifty (50) percent.
6. That Philip Eugene Sanders ("Sanders"), a resident of Cheyenne County, Nebraska, is a

Manager of AG Land Enterprises, LLC, who owns an undetermined interest in AG Land Enterprises, LLC.

7. That the Defendant is primarily engaged in the business of managing and operating agricultural farm and ranch land and owns various assets associated therewith.

8. That from its creation in 2004 to the present AG Land Enterprises, LLC, has continued to suffer substantial losses. Plaintiff has continued to make loans and capital infusions in AG Land Enterprises, LLC to cover these losses.

9. That Plaintiff is informed and believes, and thereon alleges, that AG Land Enterprises, LLC is insolvent and unable to meet its current financial obligations.

10. That on or about February 28, 2007, Plaintiff received a Notice of Default stating that AG Land Enterprises was in default in its loan for the purchase of its primary assets, a section and a quarter of farm ground in Cheyenne and Morrill Counties, Nebraska.

FIRST CAUSE OF ACTION
JUDICIAL DISSOLUTION
(Neb.Rev.Stat. §21-2622)

11. That paragraphs 1 through 10 of this Complaint are hereby fully incorporated herein by reference.

12. That Sanders has engaged in conduct relating to the Defendant's business that makes it not reasonably practicable to carry on the company's business with him.

13. That Sanders has acted, is acting, or will act in a manner that is illegal, oppressive, fraudulent, or unfairly prejudicial to Plaintiff.

14. That there is a substantial risk that Ag Land will lose its primary asset, a section and a quarter of farm ground in Cheyenne and Morrill Counties, Nebraska.

15. That based on the actions of Sanders and the financial condition of Defendant it is not reasonably practical to carry on the business of Defendant.

16. That it is in the best interest of all parties for AG Land Enterprises, LLC , to be dissolved, its business to be wound up and for its assets and liabilities to be fairly and equitably divided amongst the members.

SECOND CAUSE OF ACTION
ACCOUNTING

17. That paragraphs 1 through 16 of this Complaint are hereby fully incorporated herein by reference.

18. Defendant is in possession of or has exclusive control over the books and records of AG Land Enterprises, LLC, and has refused to permit Plaintiff inspection thereof.

19. That the Plaintiff is entitled to a complete and full accounting from the Defendant of the business, assets, debts, income and expenses of AG Land Enterprises, LLC, beginning from the date of creation to the final dissolution date.

WHEREFORE, Plaintiff prays for judgment against Defendant on his two causes of action as follows:

- 1) dissolving AG Land Enterprises, LLC;
- 2) apportioning the assets and liabilities of AG Land Enterprises, LLC, fairly and equitably among the members and parties;
- 3) requiring the Defendant to provide the Plaintiff a full and complete accounting of the business, assets, debts, income and expenses of AG Land Enterprises, LLC, beginning from the date of creation to the final dissolution date;

- 4) appointing the appropriate receiver and custodians, if the Court so requires, to manage the business affairs of AG Land Enterprises, LLC, and winding up said limited liability company;
- 5) awarding the Plaintiff the costs of this action; and
- 6) for such other and further relief as this Court deems just and equitable.

REQUEST FOR PLACE OF TRIAL

The Plaintiff hereby requests that this matter be tried before a jury in North Platte, Nebraska.

Victor L. McMurry, Plaintiff,

By: /s/ Terrance O. Waite
Terrance O. Waite, #15497
S. David Schreiber, #23003
For WAITE, McWHA & HARVAT
116 North Dewey Street
P.O. Box 38
North Platte, NE 69103-0038
(308) 532-2202